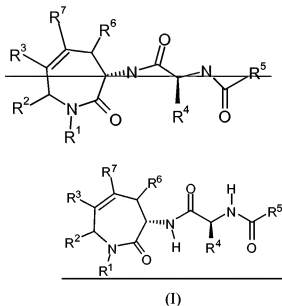


In the Claims:

The current status of all claims is listed below and supercedes all previous lists of claims. Please cancel claims 39 to 45. Please also amend claims 1 to 3, 6, 10 to 17, 21 to 25, 32, 33, and 46 to 53 as follows.

1. (currently amended) A compound of formula (I):



wherein:

R^1 is selected from H, optionally substituted C_{1-3} alkylaryl, optionally substituted C_{1-3} alkylheterocycle, optionally substituted alkyl, optionally substituted C_{3-6} cycloalkyl, C_{2-4} alkylNR^aR^b, [[or]] and C_{1-4} alkylCOR^d, wherein all such optional substitutions are made with 0, 1, 2 or 3 R^e;

R^a and R^b are, at each occurrence independently selected from H, C_{1-4} alkyl [[or]] and C_{5-6} cycloalkyl, or R^a and R^b and the N to which they are attached in combination form a 5 or 6-membered N-linked heterocycle having 2 nitrogen or, 1 nitrogen and 1 oxygen, ring atoms, wherein the non-linked nitrogen is substituted with R^c;

R^c is, at each occurrence independently selected from H, C_{1-3} alkyl, [[or]] and substituted phenyl with 0, 1, 2, or 3 R^e;

R^d is, at each occurrence independently selected from C_{1-3} alkyl, C_{1-3} alkoxy, [[or]] and

NR^aR^b;

R^e is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO₂, CF₃, C₁₋₆alkyl, or C₁₋₆alkoxy;

R², R³, R⁶ and R⁷ are independently selected from H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0, 1, 2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, optionally substituted C₁₋₃alkylaryl, optionally substituted C₁₋₃alkylheterocycle, optionally substituted C₁₋₆alkyl, ~~[[or]]~~ and optionally substituted C₃₋₆cycloalkyl, wherein all such optional substitutions are made with 0, 1, 2, or 3 R^e moieties, with the requirement that one or more of R², R³, R⁶ and R⁷ are aromatic or heteroaromatic;

R⁴ is H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0, 1, 2, or 3 ~~0, 1, 2 or 3~~, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, C₁₋₆alkyl, C₃₋₆cycloalkyl, or CR⁹R¹⁰R¹¹;

R⁵ is -C₁₋₆alkyl, -C₁₋₃alkylR¹² or CH(OH)R¹³;

R⁹, R¹⁰ and R¹¹ are, at each occurrence independently selected from H, F, C₁₋₄alkyl, OH, OCH₃, SH, SCH₃, and CH₂SCH₃;

R¹² is phenyl substituted with 0, 1, 2 or 3 R^e; and

R¹³ is C₁₋₆alkyl or R¹²;

or a pharmaceutically acceptable salt thereof.

2. (currently amended) A compound of claim 1, wherein:

R¹ is selected from H, ~~[[or]]~~ and optionally substituted alkyl, wherein such optional substitution is made with 0, 1, or 2 substituents selected from C₁₋₆cycloalkyl, C₁₋₆cycloalkoxy, or phenyl;

R², R³, R⁶ and R⁷ are independently selected from H, or optionally substituted 6-membered aromatic, wherein such optional substitution is made with 0, 1, 2, or 3 R^e moieties, with the requirement that one or more of R², R³, R⁶ and R⁷ are aromatic;

R⁴ is H, or C₁₋₆alkyl;

R⁵ is -C₁₋₆alkyl, or -C₁₋₃alkylR¹²;

R¹² is phenyl substituted with 0, 1, 2 or 3 R^e;

R^e is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO₂, CF₃, C₁₋₆alkyl, [[or]] and C₁₋₆alkoxy;
or a pharmaceutically acceptable salt thereof.

3. (currently amended) A compound of claim 1, wherein:

R¹ is selected from H, -C₁₋₆alkyl, -(CH₂)₂OCH₃, -CH₂-phenyl, -CH₂C₁₋₆cycloalkyl;

R², R³, R⁶ and R⁷ are independently selected from H, [[or]] and a substituted phenyl,
wherein such substituent is selected from 1, 2, or 3 of the following F, Cl, Br, I or OCH₃;

R⁴ is H, or C₁₋₆alkyl;

R⁵ is -C₁₋₆alkyl, or -C₁₋₃alkylR¹² wherein R¹² is a substituted phenyl, wherein such
substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [[or]] and OCH₃;
or a pharmaceutically acceptable salt thereof.

4. (previously presented) A compound of claim 1, wherein:

R¹ is -C₁₋₃alkyl or -CH₂C₁₋₄cycloalkyl.

5. (previously presented) A compound of claim 1, wherein:

R¹ is methyl or -CH₂cyclopropane.

6. (currently amended) A compound of claim 1, wherein:

R^e is, at each occurrence independently selected from F, Cl, CF₃, C₁₋₆alkyl, [[or]] and
C₁₋₆alkoxy.

7. (previously presented) A compound of claim 1, wherein:

R² is an optionally substituted phenyl, wherein such optional substitution is made with
0, 1, 2, or 3 R^e moieties.

8. (previously presented) A compound of claim 1, wherein:

R^3 , R^6 and R^7 are H.

9. (previously presented) A compound of claim 1, wherein:

R^4 is C_{1-6} alkyl.

10. (currently amended) A compound of claim 1, wherein:

R^5 is $-C_{1-6}$ alkyl or $-C_{1-3}$ alkyl R^{12} wherein R^{12} is a substituted phenyl, wherein such substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [or] and OCH_3 .

11. (currently amended) A compound of claim 1 selected from:

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,7R)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^1 -[(3S,7S)-1-(cyclopropylmethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]- N^2 -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

N^1 -[(3S,7R)-1-(cyclopropylmethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]- N^2 -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

N^1 -[(3S,7S)-1-benzyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]- N^2 -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

N^1 -[(3S,7R)-1-benzyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]- N^2 -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,7S)-1-(2-methoxyethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,7R)-1-(2-methoxyethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-hydroxy-4-methylpentanoyl]- N^1 -[(3S,7S)-1-(2-methoxyethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-leucinamide;

N^1 -[(3R,7S)-1-cyclopentyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]- N^2 -[(3,5-

difluorophenyl)acetyl]-L-alaninamide;

N^1 -[(3*S*,7*S*)-1-cyclopentyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- N^2 -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

N^1 -[(3*R*,7*S*)-1-isobutyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- N^2 -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

N^1 -[(3*S*,7*S*)-1-isobutyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- N^2 -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

N^1 -[(3*S*,7*S*)-1-(cyclopropylmethyl)-7-(4-fluorophenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- N^2 -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

N^1 -[(3*R*,7*S*)-1-(cyclopropylmethyl)-7-(4-fluorophenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- N^2 -[(3,5-difluorophenyl)acetyl]-L-alaninamide

N^1 -[(3*S*,7*S*)-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- N^2 -[(3,5-difluorophenyl)acetyl]-L-alaninamide (11)

N^1 -[(3*R*,7*S*)-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- N^2 -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

N^1 -[(3*S*,7*S*)-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- N^2 -[(2*S*)-2-hydroxy-4-methylpentanoyl]-L-leucinamide;

N^2 -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

N^2 -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

N^2 -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3*S*,7*S*)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

N^2 -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3*S*,7*S*)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3*S*)-1-methyl-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3*S*)-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-1-methyl-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-1-methyl-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S)-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-2-oxo-4-phenyl-2,3,4,7-

tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,7R)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7R)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7R)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,7R)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,7R)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7R)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7R)-1-methyl-2-oxo-5,7-

diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7R)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7R)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,7S)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,7S)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7S)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7S)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7S)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7S)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

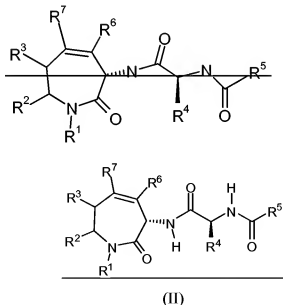
N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide; and

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

or pharmaceutically acceptable salt thereof.

12. (currently amended) A compound of formula (II):



wherein:

R^1 is selected from H, optionally substituted C_{1-3} alkylaryl, optionally substituted C_{1-3} alkylheterocycle, optionally substituted alkyl, optionally substituted C_{3-6} cycloalkyl, C_2 -

$\text{alkylNR}^a\text{R}^b$, [[or]] and $\text{C}_{1-4}\text{alkylCOR}^d$, wherein all such optional substitutions are made with 0, 1, 2 or 3 R^c ;

R^a and R^b are, at each occurrence independently selected from H, $\text{C}_{1-4}\text{alkyl}$ [[or]] and $\text{C}_{5-6}\text{cycloalkyl}$, or R^a and R^b and the N to which they are attached in combination form a 5 or 6-membered N-linked heterocycle having 2 nitrogen or, 1 nitrogen and 1 oxygen, ring atoms, wherein the non-linked nitrogen is substituted with R^c ;

R^c is, at each occurrence independently selected from H, $\text{C}_{1-3}\text{alkyl}$, [[or]] and substituted phenyl with 0, 1, 2, or 3 R^e ;

R^d is, at each occurrence independently selected from $\text{C}_{1-3}\text{alkyl}$, $\text{C}_{1-3}\text{alkoxy}$, [[or]] and NR^aR^b ;

R^e is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO_2 , CF_3 , $\text{C}_{1-6}\text{alkyl}$, [[or]] and $\text{C}_{1-6}\text{alkoxy}$;

R^2 , R^3 , R^6 and R^7 are independently selected from H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having ~~0, 1, 2 or 3~~ 0, 1, 2, or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, optionally substituted $\text{C}_{1-3}\text{alkylaryl}$, optionally substituted $\text{C}_{1-3}\text{alkylheterocycle}$, optionally substituted $\text{C}_{1-6}\text{alkyl}$, [[or]] and optionally substituted $\text{C}_{3-6}\text{cycloalkyl}$, wherein all such optional substitutions are made with 0, 1, 2, or 3 R^e moieties, with the requirement that one or more of R^2 , R^3 , R^6 and R^7 are aromatic or heteroaromatic;

R^4 is H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0, 1, 2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, $\text{C}_{1-6}\text{alkyl}$, $\text{C}_{3-6}\text{cycloalkyl}$, or $\text{CR}^9\text{R}^{10}\text{R}^{11}$;

R^5 is $\text{C}_{1-3}\text{alkylR}^{12}$ or CH(OH)R^{13} ;

R^9 , R^{10} and R^{11} are, at each occurrence independently selected from H, F, $\text{C}_{1-4}\text{alkyl}$, OH, OCH_3 , SH, SCH_3 , and CH_2SCH_3 ;

R^{12} is phenyl substituted with 0, 1, 2 or 3 R^e ;

R^{13} is $\text{C}_{1-6}\text{alkyl}$ or R^{12} ;

or a pharmaceutically acceptable salt thereof.

13. (currently amended) A compound of claim 12, wherein:

R¹ is selected from H, [[or]] and optionally substituted alkyl wherein such optional substitution is made with 0, 1, or 2 substituents selected from C₁₋₆cycloalkyl, C₁₋₆cycloalkoxy, [[or]] and phenyl;

R², R³, R⁶ and R⁷ are independently selected from H, [[or]] and optionally substituted 6-membered aromatic, wherein such optional substitution is made with 0, 1, 2, or 3 R^e moieties, with the requirement that one or more of R², R³, R⁶ and R⁷ are aromatic;

R⁴ is H, or C₁₋₆alkyl;

R⁵ is C₁₋₃alkylR¹² or C₁₋₆alkyl;

R¹² is phenyl substituted with 0, 1, 2 or 3 R^e;

R^e is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO₂, CF₃, C₁₋₆alkyl, or C₁₋₆alkoxy;
or a pharmaceutically acceptable salt thereof.

14. (currently amended) A compound of claim 12, wherein:

R¹ is selected from H, -C₁₋₆alkyl, -(CH₂)₂OCH₃, -CH₂-phenyl, and -CH₂C₁₋₆cycloalkyl;

R², R³, R⁶ and R⁷ are independently selected from H, [[or]] and a substituted phenyl, wherein such substituent is selected from 1, 2, or 3 of the following F, Cl, Br, I [[or]] and OCH₃;

R⁴ is H, or C₁₋₆alkyl;

R⁵ is -C₁₋₆alkyl, or -C₁₋₃alkylR¹² wherein R¹² is a substituted phenyl, wherein such substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [[or]] and OCH₃;
or a pharmaceutically acceptable salt thereof.

15. (currently amended) A compound of claim 12, wherein:

R¹ is selected from -C₁₋₃alkyl, [[or]] and -CH₂C₁₋₄cycloalkyl.

16. (currently amended) A compound of claim 12, wherein:

R¹ is selected from methyl [[or]] and -CH₂cyclopropane.

17. (currently amended) A compound of claim 12, wherein:

R² is at each occurrence independently selected from F, Cl, CF₃, C₁₋₆alkyl, [[or]] and C₁₋₆alkoxy.

18. (original) A compound of claim 12, wherein:

R² is an optionally substituted phenyl, wherein such optional substitution is made with 0, 1, 2, or 3 R^e moieties.

19. (original) A compound of claim 12, wherein:

R³, R⁶ and R⁷ are H.

20. (original) A compound of claim 12, wherein:

R⁴ is C₁₋₆alkyl.

21. (currently amended) A compound of claim 12, wherein:

R⁵ is -C₁₋₆alkyl, -C₁₋₃alkylR¹² wherein R¹² is a substituted phenyl, wherein such substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [[or]] and OCH₃.

22. (currently amended) A compound of claim 12 selected from:

N²-[(3,5-difluorophenyl)acetyl]-N¹-[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N²-[(3,5-difluorophenyl)acetyl]-N¹-[(3S,7S)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N²-[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]-N¹-[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N²-[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]-N¹-[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N²-[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]-N¹-[(3S,7S)-2-oxo-7-phenyl-2,3,6,7-

tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7S)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,7R)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,7R)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7R)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7R)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7R)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7R)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,6R)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,6R)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6R)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6R)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6R)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6R)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,6S)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,6S)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6S)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6S)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6S)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6S)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S)-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S)-1-methyl-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S)-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-1-methyl-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

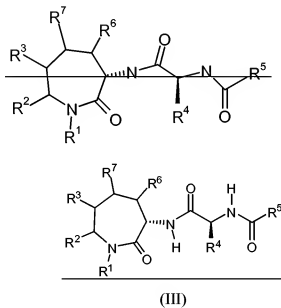
N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-1-methyl-2-oxo-4-phenyl-

2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide; and

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S)-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;
or pharmaceutically acceptable salt thereof.

23. (currently amended) A compound of formula (III):



wherein:

R^1 is selected from H, optionally substituted C_{1-3} alkylaryl, optionally substituted C_{1-3} alkylheterocycle, optionally substituted alkyl, optionally substituted C_{3-6} cycloalkyl, C_{2-4} alkylNR^aR^b, [[or]] and C_{1-4} alkylCOR^d, wherein all such optional substitutions are made with 0, 1, 2 or 3 R^c;

R^a and R^b are, at each occurrence independently selected from H, C_{1-4} alkyl [[or]] and C_{5-6} cycloalkyl, or R^a and R^b and the N to which they are attached in combination form a 5 or 6-membered N-linked heterocycle having 2 nitrogen or, 1 nitrogen and 1 oxygen, ring atoms, wherein the non-linked nitrogen is substituted with R^c;

R^c is, at each occurrence independently selected from H, C_{1-3} alkyl, [[or]] and

substituted phenyl with 0, 1, 2, or 3 R^e;

R^d is, at each occurrence independently selected from C₁₋₃alkyl, C₁₋₃alkoxy, [[or]] and NR^aR^b;

R^c is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO₂, CF₃, C₁₋₆alkyl, [[or]] and C₁₋₆alkoxy;

R², R³ and R⁷ are independently selected from H, optionally substituted C₁₋₃alkylaryl, optionally substituted C₁₋₃alkylheterocycle, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0,1,2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, optionally substituted C₁₋₆alkyl, [[or]] and optionally substituted C₃₋₆ cycloalkyl, wherein all such optional substitutions are made with 0, 1, 2, or 3 R^e moieties, with the requirement that one or more of R², R³ and R⁷ are aromatic or heteroaromatic;

R⁶ is independently selected from H, optionally substituted C₁₋₃alkylaryl, optionally substituted C₁₋₃alkylheterocycle, optionally substituted C₁₋₆alkyl, [[or]] and optionally substituted C₃₋₆ cycloalkyl, wherein all such optional substitutions are made with 0, 1, 2, or 3 R^e moieties;

R⁴ is H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0,1,2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, C₁₋₆alkyl, C₃₋₆ cycloalkyl, or CR⁹R¹⁰R¹¹;

R⁵ is -C₁₋₆alkyl, -C₁₋₃alkylR¹² or CH(OH)R¹³;

R⁹, R¹⁰ and R¹¹ are, at each occurrence independently selected from H, F, C₁₋₄alkyl, OH, OCH₃, SH, SCH₃, and CH₂SCH₃;

R¹² is phenyl substituted with 0, 1, 2 or 3 R^e;

R¹³ is C₁₋₆alkyl or R¹²;

or a pharmaceutically acceptable salt thereof.

24. (currently amended) A compound of claim 23, wherein:

R¹ is selected from H, [[or]] and optionally substituted alkyl, wherein such optional substitution is made with 0, 1, or 2 substituents selected from C₁₋₆cycloalkyl, C₁₋₆cycloalkoxy,

[[or]] and phenyl;

R², R³, R⁶ and R⁷ are independently selected from H, [[or]] and optionally substituted 6-membered aromatic, wherein such optional substitution is made with 0, 1, 2, or 3 R^e moieties, with the requirement that one or more of R², R³, R⁶ and R⁷ are aromatic;

R⁴ is H, or C₁₋₆alkyl;

R⁵ is -C₁₋₆alkyl or -C₁₋₃alkylR¹²;

R¹² is phenyl substituted with 0, 1, 2 or 3 R^e;

R^e is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO₂, CF₃, C₁₋₆alkyl, [[or]] and C₁₋₆alkoxy;
or a pharmaceutically acceptable salt thereof.

25. (currently amended) A compound of claim 23, wherein:

R¹ is selected from H, -C₁₋₆alkyl, -(CH₂)₂OCH₃, -CH₂-phenyl, [[or]] and -CH₂C₁₋₆cycloalkyl;

R², R³, R⁶ and R⁷ are independently selected from H, [[or]] and a substituted phenyl, wherein such substituent is selected from 1, 2, or 3 of the following F, Cl, Br, I [[or]] and OCH₃;

R⁴ is H, or C₁₋₆alkyl;

R⁵ is -C₁₋₆alkyl or -C₁₋₃alkylR¹² wherein R¹² is a substituted phenyl, wherein such substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [[or]] and OCH₃;
or a pharmaceutically acceptable salt thereof.

26. (previously presented) A compound of claim 23, wherein:

R¹ is -C₁₋₆alkyl or -CH₂C₁₋₄cycloalkyl.

27. (original) A compound of claim 23, wherein:

R¹ is methyl or -CH₂cyclopropane.

28. (original) A compound of claim 23, wherein:

R^e is, at each occurrence independently selected from F, Cl, CF₃, C₁₋₆alkyl, or C₁.

alkoxy.

29. (original) A compound of claim 23, wherein:

R^2 is an optionally substituted phenyl, wherein such optional substitution is made with 0, 1, 2, or 3 R^e moieties.

30. (original) A compound of claim 23, wherein:

R^3 , R^6 and R^7 are H.

31. (original) A compound of claim 23, wherein:

R^4 is C_{1-6} alkyl.

32. (currently amended) A compound of claim 23, wherein:

R^5 is $-C_{1-6}$ alkyl or $-C_{1-3}$ alkyl R^{12} wherein R^{12} is a substituted phenyl, wherein such substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [[or]] and OCH_3 .

33. (currently amended) A compound of claim 23 selected from:

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3*S*,7*R*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3*R*,7*S*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3*R*,7*R*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide (~~3~~);

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3*S*,7*R*)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3*S*,7*R*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7R)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7R)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7R)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,7S)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7S)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7S)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7S)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,7S)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,6R)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6R)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,6S)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-

alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,6S)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6S)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6S)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6S)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,6S)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,7S)-2-oxo-4,7-

diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,7R)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7R)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,7R)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4S,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4S,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,6R)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,4R,6R)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,6R)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,6R)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,6R)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,4R,6R)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,5R,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,5R,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R,7S)-2-oxo-5,7-

diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,5S,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,5S,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5S,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5S,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5S,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5S,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,5R,7R)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,5R,7R)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R,7R)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R,7R)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R,7R)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R,7R)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,5S)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,5S)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5S)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5S)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5S)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5S)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,5R)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(3,5-difluorophenyl)acetyl]- N^1 -[(3S,5R)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

N^2 -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide; and

N^2 -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- N^1 -[(3S,5R)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

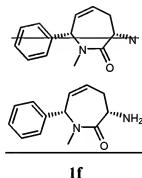
or pharmaceutically acceptable salt thereof.

34.-45. (canceled).

46. (Currently Amended) A method for inhibiting γ -secretase activity comprising ~~administering to a host a therapeutically effective amount of~~ mixing a compound of claim 1 with γ -secretase under conditions such that γ -secretase activity is inhibited.

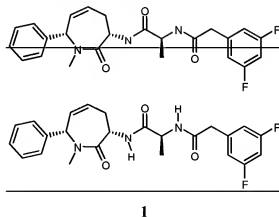
47. (currently amended) A pharmaceutical composition comprising a compound of claim 1 or a pharmaceutically acceptable salt or ~~in vivo hydrolysable ester~~ thereof, together with at least one pharmaceutically acceptable carrier, diluent or excipient.

48. (currently amended) A process for preparing a compound of formula 1f

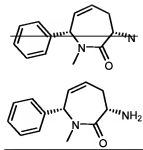


comprising reacting tert-butyl[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]carbamate with trifluoroacetic acid.

49. (currently amended) A process for preparing a compound of formula 1

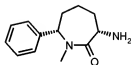


comprising reacting a compound of formula 1f

**1f**

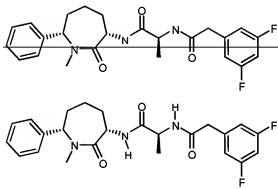
and *N*-[(3,5-difluorophenyl)acetyl]-L-alanine with HOBt-hydrate, and *N*-methyl morpholine.

50. (currently amended) A process for preparing a compound of formula 2e

**2e**

comprising reacting benzyl [(3*S*,7*S*)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]carbamate with H₂ and Pearlman's Catalyst in EtOH ethanol.

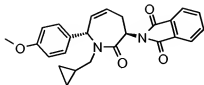
51. (currently amended) A process for preparing a compound of formula 2

**2**

comprising reacting (3*S*,7*S*)-3-amino-1-methyl-7-phenylazepan-2-one and *N*-[(3,5-difluorophenyl)acetyl]-L-alanine with HOBt-hydrate, EDAC.HCl and *N*-methyl morpholine.

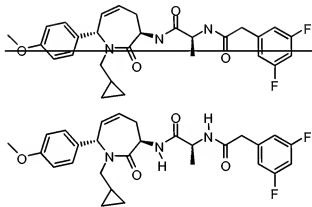
52. (currently amended) A process for preparing (3*R*,7*S*)-3-amino-1-(cyclopropylmethyl)-

7-(4-methoxyphenyl)-1,3,4,7-tetrahydro-2H-azepin-2-one comprising reacting a compound of formula 11d

**11d**

with H_2NNH_2 in ~~MeOH~~ methanol.

53. (currently amended) A process for preparing a compound of formula 11A

**11A**

comprising reacting (3R,7S)-3-amino-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-1,3,4,7-tetrahydro-2H-azepin-2-one and *N*-[(3,5-difluorophenyl)acetyl]-L-alanine with with HOBt-hydrate, EDAC.HCl and *N*-methyl morpholine.